

**MINUTES OF OCFEC BOARD OF DIRECTORS MEETING
HELD May 24, 2018 REVISED**

The following Minutes are a summary of the Board of Directors' action and proceedings. For a full transcript please click on the link below or visit the ocfair.com website.

https://ocfair.com/wp-content/uploads/2018/05/18_05_May_Board_Transcript.pdf

1. CALL TO ORDER:

Chair Bagneris called the meeting to order at 9:05 a.m.

2. MISSION STATEMENT

3. PLEDGE OF ALLEGIANCE:

The Pledge of Allegiance was recited by Director Mouet. Roll call was taken by Summer Angus.

4. DIRECTORS PRESENT:

Chair Bagneris, Director Berardino, Director Mouet, Director Aitken, Director Tkaczyk, Director La Belle and Director Cervantes.

DIRECTORS ABSENT/EXCUSED: Vice Chair Ruiz and Newton Pham.

OTHERS PRESENT:

Kathy Kramer, OCFEC CEO; Michele Richards, OCFEC Vice President, Business Development, Ken Karns, OCFEC Vice President, Operations; Adam Carleton, OCFEC Vice President, Finance & Administration; Summer Angus, OCFEC Executive Assistant; Josh Caplan, Office of the Attorney General; Luis Hernandez, Stenographer; Gibran Stout; Theresa Sears; Beth Refakes; Anna Vrska; Suzie Geyer; Reggie Mundekis; Vince Pollmeier; Lisa Sabo; Rose Tingle; Kim Stanford; Jillian Tan; Jennifer Berger; Meg Pellegrini; Chelsea Marquetti; Pam Davis; Kelly Rutter; Carolyn Beaver; Leanne Kasulas; Susan Escobar; Maggie McKittrick; Marlene Tomlinson; Molly Brock; Audrey Wooly; Michelle Watson; Bob Templeton; Dean Longo; Rick Salazar; Kristi McNabb; Matthew Jenkins; Jeff Yaw; Heather Allen; Rodney Faust; Amanda Gardener; Steve Pewerk; Michele Wafer

5. CEO'S OPERATIONAL UPDATE

Kathy Kramer, OCFEC CEO, gave an update on the sold out shows at the Pacific Amphitheatre during the 2018 OC Fair. She reported on another performance of Voices at Heroes Hall that took place on May 11th and thanked Arts OC for partnering on the project.

Director Aitken joined the meeting at 9:15 a.m.

Kramer continued with a recap of the Arlington Drive Improvement Project ribbon cutting ceremony, which took place on May 18th with the City of Costa Mesa and OCTA, to celebrate the completion of the project. Kramer announced on May 31st, OCFEC will host OC City Mayors, City

Managers and Public Information Officers at the annual OC Cities Breakfast to kick off the 2018 OC Cities Days and the 2018 OC Fair.

Adam Carleton, OCFEC VP Finance & Administration presented the 2018 April financials.

Director Berardino requested a tax report be brought back to the full Board explaining taxes paid by OCFEC to the City of Costa Mesa.

Michele Richards, OCFEC VP of Business Development, provided an overview of upcoming events.

6. PUBLIC COMMENTS

Kim Stanford, Equestrian Center (EQC) trainer, spoke of the open house event held at the EQC on Friday, May 18th. She thanked CEO, Kathy Kramer for visiting the EQC during the open house.

Rose Tingle suggested the Board of Directors consider donating a portion of the rental proceeds from the PetExpo event to spay and neuter pets. She questioned whether or not there was oversight of the animals to insure compliance with animal welfare laws.

Lisa Sabo spoke in opposition of the Master Site Plan process. She requested the Board Chair agendaize, as an action item, to move back to the three person subcommittees.

Vince Pollmeier, attorney and community group director, spoke about a question that was raised in an editorial article written in the *Voice of OC* asking who is in charge of the fairgrounds. Pollmeier referenced California Food and Agriculture code stating that the Board is ultimately in charge of the fairgrounds, represents the public and are State officers. He added per that code the Board can revoke delegated authority to staff at any time.

Reggie Mundekis spoke in opposition of the suggested, one dollar donation per student for school tours at Centennial Farm. She requested a discussion of the Tandem contract at the June meeting. She spoke in opposition of outsourced sales/event booking services.

Suzie Geyer, EQC user, spoke in opposition of the Draft Master Site Plan Concept with regard to the EQC.

Anna Vrska suggested the Board consider conducting evening public meetings. She suggested limiting agenda items as to not to overburden the time it takes to get through a meeting.

Beth Refakes commented on the Arlington Improvement Project ribbon

cutting ceremony. She criticized portions of the Draft Master Site Plan Concept presented at the last meeting. She spoke in opposition to the changes presented to the EQC in regard to the Draft Master Site Plan Concept and suggested more public input.

Theresa Sears stressed the fairgrounds belong to the public. She suggested more documents be posted on the OCFEC website and suggested live streaming of the Board meetings and workshops.

Director Aitken asked for an agenda item to direct staff to look into how Costa Mesa, Anaheim and the County handle public records requests; learning their turnaround time, policies, best practices and to how to expedite requests.

Gibran Stout spoke in opposition of increasing the parking at the fairgrounds. She suggested more collaboration with Uber and Lyft to alleviate parking concerns. She also suggested interactive, live streaming of meetings.

7. MINUTES:

A. Board Meeting held April 26, 2018

ACTION: Director Cervantes motioned and Director Tkaczyk seconded to review and approve the minutes from the Board meeting held April 26, 2018. **MOTION CARRIED. AYES:** Chair Bagneris, Director Berardino, Director Mouet, Director Aitken, Director Tkaczyk, Director La Belle and Director Cervantes. **NAYES:** None.

8. CONSENT CALENDAR

A. Standard Agreements: SA-022-18PA; SA-023-18PA; SA-024-18PA; SA-061-18GE; SA-069-18HB; SA-081-18HB; SA-085-18AS; SA-086-18AS; SA-087-18AS; SA-089-18GE; SA-095-18GE; SA-096-18GE; SA-097-18PA; SA-098-18PA; SA-099-18PA; SA-100-18PA; SA-101-18PA; SA-103-18PA; SA-104-18PA; SA-105-18PA; SA-106-18PA; SA-108-18PA; SA-112-18PA; SA-113-18PA; SA-126-18AS; SA-129-18GE; SA-130-18BB; SA-131-18BB; SA-132-18HB; SA-133-18HB; SA-134-18HB; SA-135-18GE; SA-136-18GE; SA-137-18FT; SA-138-18YR; SA-139-18GE; SA-140-18GE; SA-141-18SP; SA-142-18SP; SA-144-18FT; SA-145-18YR; SA-160-18FT; SA-161-18YR; SA-162-18YR; SA-163-18YR; SA-164-18YR; SA-165-18YR

B. Amendments: SA-053-18HB (Amend. #1)

C. Letters of Understanding (LOU): International Alliance of Theatrical Stage Employees, Local 504 (IATSE)

- D. Rental Agreements: R-024-18; R-025-18; R-026-18; R-058-18; R-075-18; R-082-18; R-094-18; R-109-18
- E. Active Joint Powers Authority Agreements: None
- F. Commercial Rental Agreements: 18058; 18091; 18101; 18114; 18115; 18150; 18155; 18603; 18604; 18605; 18607; 18608; 18609; 18610
- G. Concession Rental Agreements: 18542; 18543; 18544; 18545; 18546; 18547; 18548; 18549; 18550; 18551; 18552; 18553; 18554; 18555; 18556; 18557; 18558; 18559; 18560; 18561; 18562; 18563; 18564; 18565; 18566; 18567; 18568; 18569; 18570; 18571; 18572; 18573; 18575; 18577; 18578; 18579; 18580; 18581; 18582; 18583; 18584; 18585; 18586; 18587; 18588; 18589; 18590; 18591; 18592; 18593; 18594; 18595
- H. Independent Amusement Rental Agreements: 18631; 18632; 18634; 18635; 18636; 18637
- I. Platinum Rental Agreements: 18701; 18706; 18728; 18735; 18738; 18737
- J. Judging Agreements: VA-001-18; VA-002-18; VA-003-18; VA-004-18; EX-003-18; EX-004-18; VA-005-18; VA-006-18; VA-007-18; VA-008-18; VA-009-18; VA-010-18; VA-011-18; VA-012-18; VA-013-18; VA-014-18; VA-015-18; VA-016-18; VA-017-18; VA-018-18; VA-019-18; VA-020-18; VA-021-18
- K. Correspondence:
Communications to the Board from the public in response to Board discussion or to comments made before the Board are to be listed on the meeting agenda and included in the Board materials as an item of public disclosure.
 - i. Correspondence related to the Master Site Plan and/or Equestrian Center.

-End of Consent Calendar-

Chair Bagneris noted the Board policy that authorizes the CEO to execute forms and agreements without further Board approval that is in place and reviewed on an annual basis.

Vincent Pollmeier criticized the number of local concessionaires at the OC Fair stating most are not representative of Orange County.

Reggie Mundekis pulled agreement SA-145-18YR, UTP payroll contract, and questioned the need to outsource payroll for IASTE union workers.

Ken Karns, VP Operations, pulled agreement SA-165-18YR for discussion.

Director Berardino pulled agreements R-024-18, R-025-18 and R-026-18, the Crossroads of the West Gun Show agreements for further discussion.

Director La Belle pulled agreements 18549, 18550, 18551 and 18552 for further discussion.

ACTION: Director Cervantes motioned and Director La Belle seconded to review and approve the Consent Calendar with the following agreements pulled for discussion: Standard Agreements SA-145-18YR and SA-165-18YR; Rental Agreements R-024-18, R-025-18 and R-026-18; Concession Rental Agreements 18549, 18550, 18551 and 18552. **MOTION CARRIED. AYES: Chair Bagneris, Director Berardino, Director Mouet, Director Aitken, Director Tkaczyk, Director La Belle and Director Cervantes. NAYES: None.**

Karns explained he had updated Director Berardino on the status and function of agreement SA-145-18YR, the UTP payroll contract. He announced the agreement had been executed by Chair Bagneris and CEO Kramer to renew the agreement until the end of the year to carry the needed service through the 2018 OC Fair and that staff would like the time to look at other opportunities regarding the payroll services for the UTP union workers.

Board discussion ensued regarding using outside payroll services for the UTP contract. Chair Bagneris requested an update at the June meeting regarding the need for outside payroll services for the UTP contract including a report with alternatives.

Director La Belle suggested tabling agreement SA-165-18YR for environmental services related to the Master Site Plan (MSP) until the MSP process has been concluded.

Chair Bagneris asked for a motion to accept agreement SA-145-18YR and to table agreement SA-165-18YR until the conclusion Master Site Plan process.

ACTION: Director Cervantes motioned and Director Aitken seconded to review and approve Standard Agreement SA-145-18YR and to table Standard Agreement SA-165-18YR until the conclusion of the Master Site Plan process. **MOTION CARRIED. AYES: Chair Bagneris, Director Berardino, Director Mouet, Director Aitken, Director Tkaczyk, Director La Belle and Director Cervantes. NAYES: None.**

Director Berardino shared his reasoning for pulling Rental Agreements R-

024-18, R-025-18 and R-026-18 for Crossroads of the West Gun Shows, for discussion because of allegations reported in a newspaper about the promoter's licensure. He asked that the three agreements be tabled until more information be brought back to the full Board.

Kramer shared the State of California, Department of Justice, Bureau of Firearms certificate of eligibility, the gun show producer license issued to Tracy Olcott as in effect until December 17, 2018. Kramer urged the Board to consider approving the first two agreements considering the promoter is in good standing with the Department of Justice.

Director Aitken shared she is in favor of halting any approval of contracts until the Board has a policy discussion regarding the issue.

Board discussion ensued regarding having a Board policy discussion on hosting gun shows. Discussion also continued regarding the allegations of the promoter's licensure and receiving information from the Department of Justice.

ACTION: Director Berardino motioned and Director Aitken seconded to table Rental Agreements R-024-18, R-025-18 and R-026-18 of the Consent Calendar to the June Board of Directors meeting. **MOTION CARRIED. AYES: Director Berardino, Director Mouet, Director Aitken, Director Tkaczyk and Director La Belle. NAYES: Chair Bagneris and Director Cervantes.**

Director La Belle restated his concerns related to the barbeque smoke and increased efforts to mitigate the smoke produced by wood burning barbeques.

ACTION: Director Cervantes motioned and Chair Bagneris seconded to review and approve Concession Rental Agreements 18549, 18550, 18551 and 18552 of the Consent Calendar. **MOTION CARRIED. AYES: Chair Bagneris, Director Berardino, Director Mouet, Director Aitken, Director Tkaczyk and Director Cervantes. NAYES: Director La Belle.**

9. GOVERNANCE PROCESS:

F. Discussion on Equestrian Center Utilization and Integration

Action Item

Ms. Kasulas read a handout she prepared outlining myths and truths about the Equestrian Center (EQC).

Reggie Mundekis spoke in support of the EQC remaining the current size or increasing to its former size of 15 acres.

Gibran Stout criticized the Draft Master Site Plan Concept (Draft MSP Concept) and the consultants with regard to the EQC.

Melanie Henderson spoke about her experience at the EQC and spoke in opposition of the Draft MSP Concept with regard to the EQC.

Jillian Tan about her experience at the EQC and how horses have positively affected her life.

Jennifer Berger spoke in opposition of the Draft MSP Concept with regard to the EQC.

Meg Pellegrini shared her positive experience as an EQC user and the programs she is involved in. She spoke in opposition of the Draft MSP Concept with regard to the EQC.

Megan, EQC trainer, read a letter from the CEO of the United States Equestrian Federation which spoke in support of enhancing the EQC at the fairgrounds.

Chelsea Marquetti shared her positive experience with equine therapies.

Pam Davis spoke in support of continued and enhanced equestrian use on the fairgrounds.

Lisa Sabo spoke in support of three member committees. She criticized the Master Site Plan consultant's work with regard to the EQC. She spoke in support of an EQC study session.

Meeting broke for a recess at 11:03 a.m. and resumed at 11:12 a.m.

Chair Bagneris suggested tabling the agenda item regarding the Strategic Business Plan.

Kelly Rutter expressed her frustration with the public meeting process. She shared her positive experiences working with horses. She asked that Director Ruiz be recused because of his position with Labor Union 652 and asked for more transparency.

Carolyn Beaver shared information collected from a survey she conducted at the EQC. She criticized the proposed order of magnitude cost estimate of replacing the EQC.

Leanne Kasulas spoke in opposition of the Draft MSP Concept with regard to the EQC. She criticized the proposed order of magnitude cost estimate of replacing the EQC.

Colleen shared her and her daughter's positive personal experience using the EQC. She spoke in support of refurbishing and enhancing the EQC.

Susan Escobar spoke in support of an EQC study session.

Anna Vrska spoke in support of enhancing the EQC. She stated she would like to see deliverables from Johnson Consulting.

Beth Refakes spoke in support of restoring the EQC to its original size.

Maggie McKittrick spoke in support of the EQC.

Dave Seroski, Equestrian Center Trails, spoke in support of expanding the EQC.

Marlene Tomlinson suggested automated parking structure to alleviate space and parking issues.

Theresa Sears spoke in support of an EQC study session.

Molly Brock spoke in support of more equine therapies and community programs at the EQC.

Addison spoke of the importance of the EQC in her life and the opportunity for others.

Chair Bagneris presented staff report.

Director Aitken summarized the Equestrian Center Ad Hoc Committee report. She stated the committee gathered information regarding: trainers and business activity, student types and programming, types of boarders, community giveback programs, children's camps and equine therapies. She discussed the fairgrounds being a large animal evacuation site. Director Aitken criticized the cost estimate of the order of magnitude for the EQC and offered other solutions. She stated the committee is committed to a study session for the EQC and learning from this process.

Theresa Sears reiterated her support of a study session for the EQC.

Director Tkaczyk commented on a visit to the Chino Hills Equestrian Center. He criticized the consultants for not approaching the committee to report on the Equestrian Center.

Chair Bagneris stressed her wish for utilization and integration of the EQC into the fair with more public access and community giveback

programs. She stated, after hearing of code violations, she had asked that the Fire Marshal conduct a thorough inspection of the EQC.

Board discussion ensued regarding events around the Fire Marshal's inspection of the EQC.

Chair Bagneris stated her position that the safety issues need to be addressed and fixed with regard to the EQC.

Director Berardino suggested adding a third person to the Equestrian Center Ad Hoc Committee so the meetings are public.

Board discussion ensued regarding the events that took place in compliance with the Fire Marshal decree of code violations with regard to the housing of the EQC caretakers.

Director Berardino stated he would be making a motion that all committees have three members for a while.

Director La Belle motioned to make clear direction from the Board that the Equestrian Center facility will remain on grounds with future discussion on whether it is expanded, relocated or modified. He also motioned a three person Equestrian Center Ad Hoc Committee with a study session with EQC users and bring back a formal recommendation to the full Board at future date.

Chair Bagneris added goals for the committee to include the following: conduct additional public meetings with EQC tenants to understand business model types and current community giveback and non-profit programs; engage EQC tenants in brainstorming ways which equine activities can be integrated into the annual OC Fair and Imaginology to support the OCFEC's community and educational initiatives; research other equine facilities that provide community giveback and therapy programing; bring back recommendations to develop community giveback and therapy programing into the operations of the EQC; research options to acquire additional property if viable; engage CFFA to conduct a thorough review of the EQC and assess whether it be refurbished or what needs replaced.

Board discussion ensued regarding addressing and fixing any safety issues with regard to the EQC outlined in the Fire Marshal report. Discussion expanded to addressing safety issues outlined in the Fire Marshal's report regarding the rest of the property and asked for the entire Fire Marshal report be brought back to the Board.

ACTION: Director La Belle motioned and Director Aitken seconded to affirm that the Equestrian Center facility remain as part of the Orange County Fair & Event Center and to create a three person Equestrian

Center Ad Hoc Committee to conduct a study session with Equestrian Center users and the committee to report back to the full Board of Directors their recommendations for the future of the Equestrian Center facility. **MOTION CARRIED. AYES: Chair Bagneris, Director Berardino, Director Mouet, Director Aitken, Director Tkaczyk, Director La Belle and Director Cervantes. NAYES: None.**

C. Crossroads of the West Gun Show
Information Item

Chair Bagneris shared her experience touring the prior Crossroads of the West Gun Show and shared how much she learned onsite. She invited the Board to also tour the upcoming gun show to gather facts for when the Board has a policy discussion on gun shows. She directed the Board to contact Executive Assistant, Summer Angus to schedule a tour.

Chair Bagneris presented staff the staff report.

Director Aitken asked to agendize a Board policy discussion regarding hosting gun shows for the June meeting.

Audrey Wooly spoke in support of continued gun shows at OC FEC. She encouraged the Board members to attend the show and see what it is about.

Michelle Watson, Orange County firearms dealer and Crossroads of the West Gun Show vendor, spoke about compliance and the strict regulations, procedures and requirements for purchasing a gun at the gun show. She spoke in support of continued gun shows at OC FEC.

Mr. Escovido spoke in support of Crossroads of the West Gun Shows and continued gun show at OC FEC.

Bob Templeton introduced his daughter Tracy Olcott, operating manager of Crossroads of the West Gun Shows since his retirement. He asserted that Crossroads of the West Gun Shows comply with all California laws and regulations. He invited the Board members to take a tour of the upcoming show.

Dean Longo spoke of the positive economic impact the gun shows have on the local community. He spoke in support of continued gun shows at OC FEC.

Rick Salazar spoke in support of the Crossroads of the West Gun Shows and continued gun shows at OC FEC.

Steven Befeng, IJK Optics, spoke in support of gun shows and the

economic impact on the local economy. He asked the Board to keep allowing gun shows at OCFEC.

Tracy Olcott, Crossroads of the West Gun Show producer, asserted that the Board can confirm her certificate of eligibility with the California Department of Justice, Bureau of Firearms as the event producer. She shared her background with her family's business producing the gun shows and her taking over management after her father retired. She urged the Board members to come tour the upcoming show.

Kristi McNabb, Huntington Beach small business owner and gun show vendor, shared her business employs veterans. She spoke in support of continued gun shows at OCFEC.

Matthew Jenkins, OC resident and veteran, asked Board to continue their support of Crossroads of the West Gun Shows.

Jeff Yaw, OC resident, spoke in support of continued gun shows at OCFEC.

Carl Zeek, OC resident, spoke in support of continued gun shows at OCFEC.

Beth Refakis spoke in support of the gun show. She shared she is a supporter of the 2nd amendment. She encouraged the Board members to tour the upcoming gun show and criticized tabling the Crossroads rental agreements future shows.

Heather Allen, California Rifle and Pistol Association, spoke about the safety opportunities gun shows provide.

Rodney Faust spoke of his positive life experience with firearms and spoke in support of continued gun shows at OCFEC.

Amanda Gardener, owner of Real World Shooting, spoke in support of Crossroads of the West Gun Shows.

Steve Pewerk recommended the Board members tour the gun show to educate themselves on the event.

Diane spoke in support of continued gun shows at OCFEC.

Mr. Solis, spoke in support of gun shows as they provide training and face to face transactions.

Michele Wafer, Board member of the Orange County Gun Owners, spoke in support of the 2nd Amendment and spoke in opposition of the political efforts to eliminate firearm ownership in California.

Gibran Stout spoke in support of continued gun shows at OC FEC.

Board discussion ensued regarding requested information around the questioned licensure of the gun show promoter be brought back to the June Board meeting.

A. Committee / Ad Hoc Committee / Liaison Reports
Information Item

To assure compliance with the Bagley-Keene Act, Committee reports are only for the purpose of the Committee chair, Ad Hoc Committee members or Liaison to provide a verbal update. Should the Board want to discuss any Committee work item not already on the agenda; those would need to be agendaized for a future Board meeting.

- i. Heroes Hall Veterans Foundation Board (Director Berardino, Chair; Director La Belle)
- ii. Financial Monitoring Committee (Director Pham, Committee Chair; Director Mouet)
- iii. Legislative Monitoring Committee (Director Berardino, Committee Chair; Director Aitken)
- iv. Master Site Plan Ad Hoc Committee (Director La Belle, Committee Chair; Vice Chair Ruiz)
- v. Tenant Liaison Ad Hoc Committee (Director Tkaczyk, Committee Chair; Director Berardino)
- vi. Equestrian Center Ad Hoc Committee (Director Aitken, Committee Chair; Director Tkaczyk)
- vii. Pacific Amphitheatre Operation Evaluation & Review Ad Hoc Committee (Director Berardino, Committee Chair; Director Tkaczyk)

Director Mouet left the meeting.

Director Berardino, on behalf of the Heroes Hall Veterans Foundation Board, reported on the new Bravemind exhibit moving into Heroes Hall.

D. Annual Review of OC Fair Ticket Allocation to Heroes Hall Veterans Foundation Board per Memorandum of Understanding
Action Item

ACTION: Director Berardino motioned and Chair Bagneris seconded to review and approve the allocation of 50 adult general admission tickets for \$1.00 each and a F Lot parking hang tag for each active member of the Heroes Hall Veterans Foundation in accordance to the MOU. **MOTION CARRIED. AYES:** Chair Bagneris, Director Berardino, Director Aitken, Director Tkaczyk, Director La Belle and Director Cervantes. **NAYES:** None.

The meeting broke for a recess at 1:55 p.m. and resumed at 2:07 p.m.

Adam Carleton, on behalf of the Financial Monitoring Committee, reported the committee met and reviewed AB 2490 that he will present during the upcoming agenda item.

Vincent Pollmeier spoke about safety issues and financial risk.

Reggie Mundekis shared her concerns regarding the RFP for armed security and unarmed security services being awarded to the lowest bidder. She suggested that OCFEC publish public safety statistics.

Reggie Mundekis spoke in opposition of AB 2396. She gave a summary of the function of AB 1499, the reporting of sales on fairgrounds. She requested to agendize a discussion on current procedures for checking sales tax and business licenses compliance and the procedures once AB 1499 goes into effect.

Director, Berardino, on behalf of the Legislative Monitoring Task Force, reported no progress on the 50/50 raffle legislation and currently the committee is still in a watch position for AB 2396.

Vincent Pollmeier criticized the Master Site Plan (MSP) process. He suggested crowd sourcing for more public ideas for property use.

Gibran Stout criticized the Draft Master Site Plan Concept. She suggested a comprehensive storage plan be part of the MSP.

Reggie Mundekis criticized the Draft MSP Concept and the consultants. She spoke in opposition of debt to financing.

Director La Belle, on behalf of the Master Site Plan Ad Hoc Committee, summarized the MSP process to date. He shared his recommendations to the Board for next steps to further development of the MSP to include: gathering additional public comment and to take the next four months to further analyze the information presented by the consultants. He suggested, for the June meeting, to agendize a RFP for a financial consultant and a RFP for a project management services. He suggested having more public MSP workshops in October and November.

Board and counsel discussion ensued regarding the Board governance process, placing items on the agenda and Bagley-Keene.

Director Berardino, on behalf of the Pacific Amphitheatre Operation Evaluation & Review Ad Hoc Committee, stated the committee is working on a security plan. Director Tkaczyk stated he is looking

forward to the new security plan and implementation.

Chair Bagneris announced that she and Vice Chair Ruiz will lead a new Board Policy Review Ad Hoc committee.

G. Independent Performance Audit

Information Item

Director Berardino delivered his proposal for engaging an independent performance auditor. He outlined the purpose for this auditor as: collaboration and good faith from all parties, understand limits and lines of authority and an attitude of respect and appreciation. He encouraged people to read his proposal.

Lisa Sabo spoke about experiences relating to the problems and circumstances at the Equestrian center that Board members helped with. She accused someone at OCFEC of instructing Johnson Consulting to leave the Equestrian Center out of the Master Plan. She criticized the Board Chair for calling the Fire Marshal. She is in support of engaging an independent performance auditor.

Reggie Mundekis spoke in support of engaging an independent performance auditor.

Gibran Stout criticized staff's fulfillment of her public records requests. She alleged errors in Draft MSP Concept workshop materials. She spoke in support of an independent performance audit.

Rose Tingle spoke in support of engaging an independent performance auditor.

Theresa Sears spoke in support of engaging an independent performance auditor. She suggested public comment come after each agenda item presentation.

Caplan clarified that California Department of Food and Agriculture (CDFA) provides policy oversight to all District Agriculture Associations (DAA) and clarified Cal HR is responsible for all issues related to employees of the DAAs.

Board discussion ensued regarding seeking approval from CDFA and Cal HR for the performance auditor. The Board informally agreed to send a letter and the proposal to CDFA and CalHR for approval.

B. Adoption of California State Assembly Bill AB 2490 / Contracting Policies and Procedures

Action Item

Adam Carleton, VP Finance presented the staff report.

Reggie Mundekis stated action was not required, that AB 2490 was already in effect.

Kramer clarified this agenda item was required by the CDFA auditors to, memorialized Assembly Bill 2490 into Board policy.

ACTION: Director Berardino motioned and Director Aitken seconded to review and approve the adopting AB 2490 in to Board policy. **MOTION CARRIED. AYES: Chair Bagneris, Director Berardino, Director Aitken, Director Tkaczyk, Director La Belle and Director Cervantes. NAYES: None.**

E. Art Astor Collection Discussion
Information Item

Director La Belle commented on a meeting with the new owner of the Art Astor collection he had with OC FEC staff. Director La Belle requested all items placed on the agenda be action items.

Michele Richards commented on the meeting as well. She noted several items of the collection that could be used during Imaginology and the annual OC Fair as exhibits in 2019. She commented on a conversation she had with the new owner of the collection; that he does not currently have any mechanism for loaning any of the collection out but they will continue the conversation and look to opportunities in the future.

H. Five-Year Strategic Business Plan Workshop
Action Item

During the committee reports the Board Chair suggested to table the Five-Year Strategic Business Plan Workshop to a future meeting.

ACTION: Director Cervantes motioned and Director Berardino to table the Five-Year Strategic Business Plan to a future meeting. **MOTION CARRIED. AYES: Chair Bagneris, Director Berardino, Director Aitken, Director Tkaczyk, Director La Belle and Director Cervantes. NAYES: None.**

10. CLOSED SESSION

No closed Session

11. BOARD OF DIRECTORS MATTERS OF INFORMATION

Chair Bagneris thanked everyone for their patience during the meeting and commented on the important items discussed. She shared her excitement for the Fair presentation to come at the June meeting.

Director Berardino asked that a pilot program for evening meeting be agendized as an action item at the next meeting. He suggested all agenda items be action items.

Director Aitken stated she thought the meeting was very productive.

Chair Bagneris thanked everyone who stayed during the meeting.

12. NEXT BOARD MEETING: MAY 24, 2018

13. ADJOURNMENT

Meeting adjourned at 3:59 p.m.



Barbara Bagneris, Chair

Kathy Kramer, Chief Executive Officer